

EXHIBIT

A

BRAY, MILLER & BRAY, L.L.C.

Attorneys at Law
Ivy Corporate Park
100 Misty Lane
Parsippany, New Jersey 07054-2710
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E-Mail: counsel@bcmnjlaw.com
Attorneys for Plaintiff(s)

RICAHRD GREENBERG

Plaintiff,

vs.

PRO SHARES TRUST and PRO FUND ADVISORS, L.L.C.,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: MORRIS COUNTY

DOCKET NO. L-1101-09

CIVIL ACTION

Summons

From the State of New Jersey

To the Defendant(s) Named Above:

PRO FUND ADVISORS, L.L.C.

The plaintiff, named above, has filed a lawsuit against you in the Superior Court of New Jersey. The Complaint attached to this Summons states the basis for this lawsuit. If you dispute this Complaint, you or your attorney must file a written answer or motion and proof of service with the Deputy Clerk of the Superior Court in the county listed above within 35 days from the date you received this Summons, not counting the date you received it. (The address of each deputy clerk of the Superior Court is provided.) If the Complaint is one in foreclosure, then you must file your written answer or motion and proof of service with the Clerk of the Superior Court, Hughes Justice Complex, P.O. Box 971, Trenton, NJ 08625-0971. A filing fee payable to the Clerk of the Superior Court and a completed Case Information Statement (available from the Deputy Clerk of the Superior Court) must accompany your answer or motion when it is filed. You must also send a copy of your answer or motion to plaintiff's attorney whose name and address appear above, or to plaintiff, if no attorney is named above. A telephone call will not protect your rights; you must file and serve a written answer or motion (with fee of \$135.00 and completed Case Information Statement) if you want the Court to hear your defense.

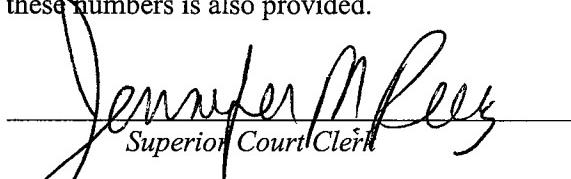
If you do not file and serve a written answer or motion within 35 days, the Court may enter a judgment against you for the relief plaintiff demands, plus interest and costs of suit. If judgment is entered against you, the Sheriff may seize your money, wages or property to pay all or part of the judgment.

If you cannot afford an attorney, you may call the Legal Services office in the county where you live. A list of these offices is provided. If you do not have an attorney and are not eligible for free legal assistance, you may obtain a referral to an attorney by calling one of the Lawyer Referral Services. A list of these numbers is also provided.

Dated: May 4, 2009

Name of Defendant to Be Served:
Address of Defendant to Be Served:

Pro Fund Advisors, L.L.C.
c/o Louis Mayberg, Registered Agent
7501 Wisconsin Avenue, Suite 1000
Bethesda, Maryland 20814-6527


Jennifer M. Rees
Superior Court Clerk

SUPERIOR COURT

COURT STREET

MURKIN COURT

ATTORNEY

EFILE DOCUMENT NOTICE

COURT TELEPHONE NO. (973) 636-4161

COURT HOURS

DATE: APRIL 30, 2009

RE: CLEMENTS VS PRO SHARES TRUST

DOCUMENT NUMBER: 09-1-0001-08

THE ABOVE CASE HAS BEEN ASSIGNED TO: JUDGE T.

RECKONING IS 100 DAYS AND RUNS FROM THE FIRST ANSWER OR TO RECOGNITION OF THE FIRST DEFENDANT, WHICHEVER COMES FIRST.

THE TRIAL DATE ADVISED IS: AUGUST 10, 2009

IF YOU HAVE ANY QUESTIONS, CONTACT THIS OFFICE
AT (973) 636-4161

IF YOU BELIEVE THAT THE TRUCK IS INAPPROPRIATE, YOU MUST FILE A
CERTIFICATION OF YOUR CAUSE WITHIN 30 DAYS OF THE FILING OF YOUR PLEADING.
A CERTIFICATION MUST BE FILED WITH COPIES TO THIS OFFICE IN ALL OTHER PARTIES INVOLVED
WITH THIS CASE.

ATTENTION:

THE HONORABLE R. BRAY
GRAY MILLER & BRAY
300 MELTON LANE
PAWTUCKET, RHODE ISLAND 02860-2741

AMUKS

John D. Miller

SUPERIOR COURT

COURT STREET

MORRISTOWN

N.J. 07950

TRACK ASSIGNMENT NOTICE

COURT TELEPHONE NO. (973) 654-4100

COURT HOURS

DATE: APRIL 06, 2009
RE: GREENBERG VS PRO SHARES, TRUST
DOCKET: MRS L -001101 09

THE ABOVE CASE HAS BEEN ASSIGNED TO: TRACK 2.

DISCOVERY IS 300 DAYS AND RUNS FROM THE FIRST ANSWER OR 70 DAYS
FROM SERVICE ON THE FIRST DEFENDANT, WHICHEVER COMES FIRST.

THE RETRIAL JUDGE ASSIGNED IS: HON W.H. DUMONT

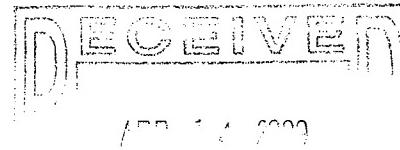
IF YOU HAVE ANY QUESTIONS, CONTACT TEAM 001
AT: (973) 654-4100.

IF YOU BELIEVE THAT THE TRACK IS INAPPROPRIATE YOU MUST FILE A
CERTIFICATION OF GOOD CAUSE WITHIN 30 DAYS OF THE FILING OF YOUR PLEADING.
PLAINTIFF MUST SERVE COPIES OF THIS FORM ON ALL OTHER PARTIES IN ACCORDANCE
WITH P.R.4:54-2.

ATTENTION:

ATT: PETER R. BRAY
GRAY MILLER & BRAY
100 MISTY LANE
PARSIPPANY NJ 07054-3741

JUJKEL



**CIVIL CASE INFORMATION STATEMENT
(CIS)**

FOR USE BY CLERK'S OFFICE ONLY

Use for initial Law Division - Civil Part pleadings (not motions) under Rule 4:5-1.
Pleading will be rejected, under Rule 1:5-6(c), if information above the black bar is not completed or if attorney's signature is not affixed.

PAYMENT TYPE:	CK	CG	CA
CHG / CK NO.			
AMOUNT:			
OVERPAYMENT:			
BATCH NUMBER:			
ATTORNEY/PRO SE NAME PETER R. BRAY, ESQ.	TELEPHONE NUMBER 973-739-9600	COUNTY OF VENUE MORRIS COUNTY	
FIRM NAME (If Applicable) BRAY, MILLER & BRAY, L.L.C.		DOCKET NUMBER (When Available) L-1101-09	
OFFICE ADDRESS 100 Misty Lane – Ivy Corporate Park Parsippany, NJ 07054		DOCUMENT TYPE Complaint	
		JURY DEMAND Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	

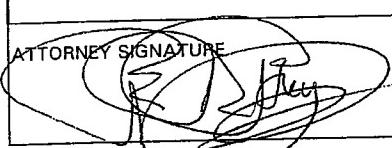
NAME OF PARTY (e.g., John Doe, Plaintiff) Richard Greenberg, Plaintiff	CAPTION Richard Greenberg v. Pro Shares Trust and Pro Shares Advisors, L.L.C.
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CASE TYPE NUMBER (See reverse side for listing): 699	IS THIS A PROFESSIONAL MALPRACTICE CASE? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> IF YOU HAVE CHECKED "YES," SEE N.J.S.A. 2A:53A-27 AND APPLICABLE CASE LAW REGARDING YOUR OBLIGATION TO FILE AN AFFIDAVIT OF MERIT.
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RELATED CASES PENDING? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	IF YES, LIST DOCKET NUMBERS
DO YOU ANTICIPATE ADDING ANY PARTIES (arising out of same transaction or occurrence)? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	NAME OF DEFENDANT'S PRIMARY INSURANCE COMPANY, IF KNOWN <input type="checkbox"/> NONE <input type="checkbox"/> UNKNOWN

THE INFORMATION PROVIDED ON THIS FORM CANNOT BE INTRODUCED INTO EVIDENCE.

CASE CHARACTERISTICS FOR PURPOSES OF DETERMINING IF CASE IS APPROPRIATE FOR MEDIATION				
A. DO PARTIES HAVE A CURRENT PAST OR RECURRENT RELATIONSHIP?		IF YES, IS THAT RELATIONSHIP	<input type="checkbox"/> EMPLOYER-EMPLOYEE <input type="checkbox"/> FAMILIAL	<input type="checkbox"/> FRIEND/NEIGHBOR <input type="checkbox"/> BUSINESS OTHER (explain) _____
B. DOES THE STATUTE GOVERNING THIS CASE PROVIDE FOR PAYMENT OF FEES BY THE LOSING PARTY?		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
USE THIS SPACE TO ALERT THE COURT TO ANY SPECIAL CASE CHARACTERISTICS THAT MAY WARRANT INDIVIDUAL MANAGEMENT OR ACCELERATED DISPOSITION.				

DO YOU OR YOUR CLIENT NEED ANY DISABILITIES ACCOMMODATIONS?	IF YES, PLEASE IDENTIFY THE REQUESTED ACCOMMODATION: ATTORNEY SIGNATURE 
WILL AN INTERPRETER BE NEEDED?	IF YES, FOR WHAT LANGUAGE: Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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SUPERIOR COURT
2009 APR -3 AM 9:17
CIVIL DIVISION

SIDE 2

CIVIL CASE INFORMATION STATEMENT**(CIS)**

Use for initial pleadings (not motions) under Rule 4:5-1.

CASE TYPES (Choose one and enter number of case type in appropriate space on the reverse side.)**Track I — 150 days' discovery**

- 151 NAME CHANGE
- 175 FORFEITURE
- 302 TENANCY
- 399 REAL PROPERTY (other than Tenancy, Contract, Condemnation, Complex Commercial or Construction)
- 502 BOOK ACCOUNT (debt collection matters only)
- 505 OTHER INSURANCE CLAIM (INCLUDING DECLARATORY JUDGMENT ACTIONS)
- 506 PIP COVERAGE
- 510 UM or UIM CLAIM
- 511 ACTION ON NEGOTIABLE INSTRUMENT
- 512 LEMON LAW
- 801 SUMMARY ACTION
- 802 OPEN PUBLIC RECORDS ACT (SUMMARY ACTION)
- 999 OTHER (Briefly describe nature of action)

Track II — 300 days' discovery

- 305 CONSTRUCTION
- 509 EMPLOYMENT (other than CEPA or LAD)
- 599 CONTRACT/COMMERCIAL TRANSACTION
- 603 AUTO NEGLIGENCE - PERSONAL INJURY
- 605 PERSONAL INJURY
- 610 AUTO NEGLIGENCE - PROPERTY DAMAGE
- 699 TORT - OTHER

Track III — 450 days' discovery

- 005 CIVIL RIGHTS
- 301 CONDEMNATION
- 602 ASSAULT AND BATTERY
- 604 MEDICAL MALPRACTICE
- 606 PRODUCT LIABILITY
- 607 PROFESSIONAL MALPRACTICE
- 608 TOXIC TORT
- 609 DEFAMATION
- 616 WHISTLEBLOWER/CONSCIENTIOUS EMPLOYEE PROTECTION ACT (CEPA) CASES
- 617 INVERSE CONDEMNATION
- 618 LAW AGAINST DISCRIMINATION (LAD) CASES

Track IV — Active Case Management by Individual Judge/450 days' discovery

- 156 ENVIRONMENTAL/ENVIRONMENTAL COVERAGE LITIGATION
- 303 MT. LAUREL
- 508 COMPLEX COMMERCIAL
- 513 COMPLEX CONSTRUCTION
- 514 INSURANCE FRAUD
- 701 ACTIONS IN LIEU OF PREROGATIVE WRITS

Mass Tort (Track IV)

- | | | | |
|-----|-----------------------------------|-----|----------------------------|
| 241 | TOBACCO | 274 | RISPERDAL/SEROQUEL/ZYPREXA |
| 248 | CIBA GEIGY | 275 | ORTHO EVRA |
| 264 | PPA | 276 | DEPO-PROVERA |
| 266 | HORMONE REPLACEMENT THERAPY (HRT) | 601 | ASBESTOS |
| 271 | ACCUTANE | 619 | VIOXX |
| 272 | BEXTRA/CELEBREX | | |

If you believe this case requires a track other than that provided above, please indicate the reason on Side 1, in the space under "Case Characteristics."

Please check off each applicable category:

Verbal Threshold

Putative Class Action

Title 59

BRAY, MILLER & BRAY, L.L.C.

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Ivy Corporate Park
100 Misty Lane
Parsippany, New Jersey 07054-2710
Telephone No.: 973-739-9600
Facsimile No.: 973-739-9696
Attorneys for Plaintiff

RICHARD GREENBERG,

Plaintiff,

v.

PRO SHARES TRUST and PRO SHARES
ADVISORS, L.L.C.,

Defendant.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: MORRIS COUNTY
DOCKET NO.: L-1101-09

Civil Action

COMPLAINT AND JURY DEMAND

Plaintiff, by way of Complaint against the Defendants says:

FIRST COUNT

IDENTIFICATION OF PARTIES

1. Plaintiff, Richard Greenberg ("Greenberg") resides at 61 North 21st Terrace, Boca Raton, Florida 33469.
2. Greenberg is an individual who invests from time to time in publicly-traded securities.
3. Defendant, Pro Shares Trust ("Pro Shares") is a Delaware business trust with principal offices at 7501 Wisconsin Avenue, Bethesda, Maryland 20814.
4. Pro Shares is a registered investment company with several exchange-traded funds that are listed on the American Stock Exchange ("The Funds").
5. Pro Shares is affiliated with Defendant, Pro Shares Advisors, L.L.C. ("Advisors"), who serves as an investment advisor to each of The Funds and maintains offices with Pro Shares.

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21st

BASIS FOR VENUE

6. The misrepresentations and wrongful acts that are the subject of this action occurred at 100 Misty Lane, Parsippany, New Jersey. Hence, venue of this action is in Morris County.

BACKGROUND

7. Pro Shares, through The Funds, establishes investment securities.

8. Pro Shares and Advisors have generally represented The Funds to be investments whose values correlate to the performance of an established benchmark or index. Specifically:

- (a) Some of The Funds are established so that so called "long purchases" fluctuate in accordance with the price performance in a designated index or benchmark.
- (b) Some of The Funds are established so that so called "short purchases" fluctuate inverse to the price performance in a designated index or benchmark.
- (c) Some of The Funds are established so that they fluctuate based upon a designated multiple of the price performance of an index or benchmark.

9. Pro Shares has designated, and named, investments that will have price return characteristics double (200%) of the underlying index as: "Ultra Pro Shares."

10. Pro Shares has designated, and named, investments that will have price return characteristics equal to, or equal to a multiple of, the inverse of the underlying index as: "Short Pro Shares" and "Ultra Short Pro Shares," respectively.

11. On or about August 1, 2008, Michael P. Warren ("Warren"), a Regional Vice President of Advisors, made a sales visit and presentation at Greenberg's offices at 100 Misty Lane, Parsippany, New Jersey.

12. In addition to Greenberg and Warren, Greenberg's registered investment advisor and another registered investment advisor were present.

CAUSE OF ACTION

13. At the aforesaid meeting and presentation, Warren provided assurances and made material representations about the performance of Pro Shares, with a particular emphasis upon the performance of the Ultra Pro Shares and Ultra Short Pro Shares.

14. In response to inquiries, Warren expressly represented that the Ultra Pro Shares price performance for indices, including international indices, would fluctuate at a price of 200% of the inverse of the designated index and the Ultra Pro Shares would fluctuate at a price of 200% of the designated index.

15. Warren knew, or should have reasonably known, that the aforesaid representations were false and misleading.

16. The aforesaid representations were made with the intent that Greenberg rely upon same and make investment purchases in The Funds offered by Pro Shares.

17. Warren also represented that his firm actually provided the investment advice and counsel to Pro Shares and that he was well-qualified to provide accurate information on the performance of The Funds.

18. In reasonable reliance upon the aforesaid representations and assurances, Greenberg made substantial investments in, and purchases of, Ultra Short Pro Shares and Ultra Pro Shares.

19. The Pro Shares' securities purchased as aforesaid did not perform, and have not performed as represented. Specifically, these securities have not had a price performance equal

to either two (2) times equal to the inverse of, or two (2) times the price performance designated indices.

20. Greenberg was induced to invest, and purchase, the aforesaid securities, based upon untrue statements of material facts and omissions that, if made, would have made the statements actually made not be misleading.

21. Greenberg was also induced to make these purchases and investments based upon the aforesaid, which constituted a scheme or artifice to defraud.

22. Greenberg was also induced to purchase based upon the aforesaid conduct, which involved deceit.

23. Greenberg was unaware, at the time of the said misconduct and at the time of the purchases and investments, that the aforesaid statements and conduct were untruthful, misleading, fraudulent and deceptive.

24. Upon information and belief, Warren knew, or reasonably had to know, that his statements and conduct were untruthful, misleading, fraudulent and deceptive.

25. Warren acted as aforesaid, as a representative and agent of Advisors and Pro Shares; and, Warren was otherwise authorized to act and speak for, and to bind, Advisors and Pro Shares.

26. The aforesaid conduct violated N.J.S.A. 49:3-71.

27. Greenberg has been damaged as a direct and proximate result of the foregoing.

28. Pro Shares and Advisors are jointly and severally liable to Greenberg in accordance with the provisions of N.J.S.A. 49:3-71.

WHEREFORE, Greenberg demands judgment against Pro Shares and Advisors jointly, severally, or in the alternative, for the following relief:

- (a) Compensatory Damages.
- (b) Interest.
- (c) Counsel Fees.
- (d) Costs of Suit.
- (e) Such other relief as is just and equitable.

SECOND COUNT

1. Greenberg repeats and incorporates herein by reference the allegations of the First Count as if same were set forth herein at length.
2. Greenberg reserves the right to tender the securities back to Pro Shares in exchange for repayment of the consideration paid.

WHEREFORE, Greenberg demands judgment against Pro Shares and Advisors jointly, severally, or in the alternative, for the following relief:

- (a) The remedies provided in N.J.S.A. 49:3-71 when a tender has been made.
- (b) Counsel Fees.
- (c) Costs of Suit.
- (d) Such other relief as is just and equitable.

THIRD COUNT

1. Greenberg repeats and incorporates herein by reference the allegations of the First and Second Counts as if same were set forth herein at length.
2. The aforesaid actions and conduct constitute a common law fraud. Specifically:
 - (a) Misrepresentations of material facts were made as aforesaid.
 - (b) Pro Shares and Advisors knew, or should have known, the said representations by their authorized agent (Warren) were false and misleading.

(c) The aforesaid misrepresentations were made to induce Greenberg to purchase and invest in Pro Shares, Ultra Pro Shares, Short Pro Shares and Ultra Short Pro Shares.

(d) Pro Shares and Advisors intended that Greenberg rely upon the aforesaid.

(e) Greenberg did reasonably rely upon the aforesaid to his detriment.

3. Greenberg has been damaged as a direct and proximate result of the aforesaid intentionally wrongful conduct.

WHEREFORE, Greenberg demands judgment against Pro Shares and Advisors jointly, severally, or in the alternative, for the following relief:

(a) Compensatory Damages.

(b) Punitive Damages.

(c) Interest

(d) Counsel Fees.

(e) Costs of Suit.

(f) Such other relief as is just and equitable.

BRAY, MILLER & BRAY, L.L.C.

Attorneys for Plaintiff

By:

PETER R. BRAY

Dated: April 2, 2009

DESIGNATION OF TRIAL COUNSEL

Peter R. Bray, Esq. is hereby designated as trial counsel for the Plaintiff.

BRAY, MILLER & BRAY, L.L.C.
Attorneys for Plaintiff

By:

PETER R. BRAY

Dated: April 2, 2009

CERTIFICATION

I hereby certify that the within matter is not the subject of any other Court action or arbitration proceeding, pending, or contemplated. Further, all parties, known to Plaintiff at this time, who should be joined in this action have been joined.

BRAY, MILLER & BRAY, L.L.C.
Attorneys for Plaintiff

By:

PETER R. BRAY

Dated: April 2, 2009

JURY DEMAND

Plaintiff demands a trial by jury on all issues.

BRAY, MILLER & BRAY, L.L.C.
Attorneys for Plaintiff

By:

PETER R. BRAY

Dated: April 2, 2009

BRAY, MILLER & BRAY, L.L.C.
Attorneys At Law
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Parsippany, New Jersey 07054-2710
Telephone No.: 973-739-9600
Facsimile No.: 973-739-9696
Attorneys for Plaintiff

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SUPERIOR COURT

2009 APR 29 AM 9:24

CIVIL DIVISION

RICHARD GREENBERG,
Plaintiff,

v.
PRO SHARES TRUST and PRO FUND
ADVISORS, LLC,
Defendant.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: MORRIS COUNTY
DOCKET NO. L-1109-09

Civil Action

AMENDMENT TO COMPLAINT

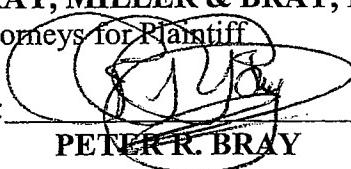
Plaintiff, by way of Amendment to Complaint says:

1. The caption of the Complaint is amended to name "ProFund Advisors, LLC" as a Defendant, in the place and stead of Pro Shares Advisors, L.L.C.
2. All references in the Complaint to "Pro Shares Advisors, LLC" shall be deemed to mean "ProFund Advisors, LLC."

BRAY, MILLER & BRAY, L.L.C.

Attorneys for Plaintiff

By:


PETER R. BRAY

Dated: April 28, 2009